

DEFINITIONS USED IN INDEX OF DOCUMENTS

<u>Accountants</u>	Ernst & Young, independent accountants for AOL.
<u>AOL</u>	America Online, Inc., a Delaware corporation.
<u>Closing Date</u>	May ___, 1995
<u>Department</u>	California Department of Corporations.
<u>Escrow Agent</u>	NationsBank, N.A.
<u>F&W</u>	Fenwick & West, counsel for AOL.
<u>Merger</u>	Merger of Sub with and into WAIS.
<u>NASDAQ</u>	The National Association of Securities Dealers Automated Quotation Systems.
<u>Plan</u>	Agreement and Plan of Reorganization dated as of May ___, 1995 by and among WAIS, AOL and Sub.
<u>SEC</u>	Securities and Exchange Commission.
<u>Sub</u>	AOL Acquisition Corp., a California corporation and wholly owned subsidiary of AOL.
<u>Transfer Agent</u>	Chemical Bank.
<u>WAIS</u>	Wide Area Information Servers, Inc., a California corporation.
<u>WSGR</u>	Wilson, Sonsini, Goodrich & Rosati, P.C., counsel for WAIS.

- ① Fenwick to Wilson & AOL, leaving 5/5
- ② Wilson to Fenwick (Allen to Harry)
via fax 5/6
- ③ Wilson to Fenwick (Chris to Harry), 5/5, fax

Legend

SEE LEGEND

PART I

DEFINITIVE AGREEMENTS

Document

Schedule
status
note

<u>Document Number</u>	
1	Agreement and Plan of Reorganization dated as of May ___, 1995, including exhibits and schedules thereto (the "Plan"). [F&W]
2	WAIS' Schedule of Exceptions. [WSGR]
3	Agreement of Merger and Officer's Certificates as filed with the California Secretary of State effective May ___, 1995. [F&W]
4	Escrow Agreement dated as of May ___, 1995 among AOL, WAIS, Brewster Kahle, as representative of the WAIS Shareholders, and Escrow Agent. [F&W]
5	WAIS Affiliates Agreements among AOL, WAIS and the affiliates listed below: [F&W]
	[TO COME]
6	AOL Affiliates Agreements between AOL and the AOL affiliates listed below: [F&W]
	[TO COME]
7	Continuity of Interest Certificate for Common Shareholders pursuant to Section 8.11 of the Plan [F&W]
8	Registration Rights Agreement [AOL, F&W]
9	Noncompetition and Nonsolicitation Agreements dated as of May ___, 1995 between AOL and each of the persons listed below: [F&W]
	- Brewster Kahle
	- Bruce Gilliat
	- Harry Morris
10	Letter of Instruction for Issuance of Shares, dated as of May ___, 1995 between AOL and Transfer Agent. [F&W]
11	Non-Qualified Stock Option Grant Agreements, dated May ___, 1995, between AOL and each of the following persons listed below with respect to the Additional AOL Options: [F&W]
	- Brewster Kahle
	- Current employees at March 17, 1995 remaining employed at the Closing Date
	- New employees hired after March 17, 1995 and remaining employed at the Closing Date

Note: escrow agent hasn't responded

America Online, Inc. 1992 Employee, Director and Consultant Stock Option Plan.
[AOL's plan. No drafting or negotiations required.]

12 done

Investor Representation Agreements from: [F&W]

13 done

- Brewster Kahle
- WS Investment Co. 95A
- Allen L. Morgan

**PART II
CLOSING**

(Unless otherwise indicated all documents
appearing under this heading are dated
May ___, 1995)

Certificate of Officer of AOL and Sub on certain tax matters delivered pursuant to
Section 1.7 of the Plan. [F&W]

14 done

Certificate of Officer of WAIS on certain tax matters delivered pursuant to Section
1.7 of the Plan. [F&W]

15 done

Certificate of Officer of AOL and Sub regarding accuracy of representations and
warranties and performance of covenants delivered pursuant to Sections 7.1 and 7.2
of the Plan. [F&W]

16 ?

Certificate of Officer of WAIS regarding accuracy of representations and warranties
and performance of covenants delivered pursuant to Sections 8.1 and 8.2 of the Plan.
[F&W]

17 ?

Opinion of WSGR delivered to AOL pursuant to Section 8.5 of the Plan. [WSGR]

18 2

WAIS Management Certificate delivered to WSGR regarding WSGR opinion.
[WSGR]

19 2

Opinion of Accountants delivered pursuant to Sections 7.8 and 8.9 of the Plan
regarding treatment of the Merger as of a "Pooling of Interests." [Accountants]

20 mid-week
with AOL help

Opinion of F&W delivered to WAIS pursuant to Section 7.7 of the Plan. [F&W]

21 AOL:

AOL Management Certificate delivered to F&W regarding F&W's opinion. [F&W]

22 F&W or
AOL

Opinion of AOL delivered to WAIS pursuant to Section 7.7 of the Plan. [AOL]

23 legal?

Certificate of Good Standing of AOL from Delaware (5/___/95). [F&W]

24 easy

Certificate of Good Standing of WAIS from California (5/___/95). [WSGR]

25 "

Certificate of Good Standing of Sub from California (5/___/95). [F&W]

26 "

PART III
CORPORATE PROCEEDINGS

Unanimous Written Consent of the Board of Directors of WAIS dated May ___, 1995. [WSGR] 27

Resolutions adopted at a Meeting of the Board of Directors of AOL held on May ___, 1995. [AOL] 28

Unanimous Written Consent of Board of Directors of Sub dated as of May ___, 1995. [F&W] 29

Unanimous Written Consent of Shareholders of WAIS dated May ___, 1995. [WSGR] 30

Written Consent of the Sole Shareholder of Sub dated May ___, 1995. [F&W] 31

done

PART IV

MISCELLANEOUS

[Press Release dated May ___, 1995 announcing signing of Plan.] [AOL, WAIS] 32 Pam alerted

[Press Release dated May ___, 1995 announcing completion of Merger.]
[AOL,WAIS] 33

Letter dated May ___, 1995 from AOL to holders of WAIS options regarding exchange of options for AOL Common Stock. [WSGR] 34 (3)

AOL Closing Price. [AOL, Accountants?] 35 at close

Articles of Incorporation of Sub. [F&W] 36 done

Organizational Resolutions of Sub dated May ___, 1995. [F&W] 37

Listing of Additional Shares with NASDAQ and Notification pursuant to SEC Rule 10b-17 dated May ___, 1995. [AOL] 38

Tax Clearance Certificate from California Franchise Tax Board with respect to Sub. [F&W] 39

Lost stock certificate

(3)

34cl $\alpha^{3\gamma\beta}$

PART V

POST-CLOSING MATTERS

Form D filed with the SEC on _____, 1995. [F&W] 40

Form S-8 filed with the SEC [and NASDAQ] on _____, 1995 with respect to AOL shares issuable upon exercise of WAIS options assumed by AOL and of Additional AOL Options. [AOL] 41

Well 332-4335

Owen

868-1811, 257-6581
Pager
841-6757
cell phone

Positive

Satre.

oJaat

■ W e b S o f t ■

FAX Transmittal

DATE: 05/05/95

SENT BY: David Kaiser

TO: Miles Gilburne, America Online, Inc.; 301-983-2890
Harry Boadwee, Fenwick & West; 415-857-0361
Mark Stevens, Fenwick & West; 415-424-0859
Sheila Burke, America Online, Inc.; 703-448-9164
Christopher Younger, Wilson, Sonsini, Goodrich & Rosati; 415-496-4092
Allen Morgan, Wilson, Sonsini, Goodrich & Rosati; 415-344-4373
Bill Dunn, America Online, Inc.; 703-847-9746
Brewster Kahle, WAIS, Inc.; 415-356-5444

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NUMBER OF PAGES (WITH COVER): 6

MESSAGE: Attached is Harry's document list annotated with current information from Harry and Chris.

D. Kaiser

■
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